

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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CENTURY INDEMNITY COMPANY, AS  
SUCCESSOR TO CCI INSURANCE  
COMPANY, AS SUCCESSOR TO  
INSURANCE COMPANY OF NORTH  
AMERICA and THE CONTINENTAL  
INSURANCE COMPANY,

Plaintiffs,

v.

FREEPORT-MCMORAN COPPER & GOLD  
INC., AS THE CLAIMED SUCCESSOR TO  
PHELPS DODGE CORPORATION, AS THE  
CLAIMED SUCCESSOR TO CYPRUS  
AMAX MINERALS COMPANY, AS THE  
CLAIMED SUCCESSOR TO AMAX, INC.,  
AS SUCCESSOR TO AMERICAN METAL  
CLIMAX, INC.,

Defendant.

Index No. 08 Civ. 02012 (PKL)

**AFFIDAVIT OF**  
**GREGORY D. WINFREE**

-----X  
State of Arizona        )  
                              ) ss:  
County of Maricopa    )

GREGORY D. WINFREE, being duly sworn, deposes and states as follows:

1. I submit this Affidavit in support of the motion to dismiss by Freeport-McMoRan Copper & Gold Inc. ("Freeport"). Unless stated upon information and belief, I have personal knowledge of the facts stated herein and affirm that such statements of fact are true and correct to the best of my knowledge.

2. I am Chief Litigation Counsel with Freeport-McMoRan Copper & Gold Inc. (“Freeport”). In my capacity as Chief Litigation Counsel, I am responsible for managing all of the active litigation involving Freeport and its subsidiaries, affiliates, and business units. I have held this position since March 2007 at an office located in Phoenix, Arizona. Previously, I was employed by Phelps Dodge Corporation (“Phelps Dodge”) as Senior Counsel-Litigation, a position I held from June 2004.

3. Beginning in February 2007, Cyprus Amax Minerals Company (“Cyprus Amax”) commenced a review of 18,000 boxes of commingled AMAX Inc. (“AMAX”) and Cyprus Minerals Company (“Cyprus”) documents.

4. The review of the above-referenced documents was necessary in my judgment to comply with outstanding discovery requests in certain lawsuits seeking damages for bodily injury related to Amax Metals Recovery, Inc.’s (“AMRI”) historic operations. These lawsuits were filed in Louisiana against AMRI (the “AMRI Actions”).

5. The review of the above-referenced documents also was necessary to comply with certain outstanding discovery requests in certain lawsuits seeking damages for bodily injury related to Cyprus Minerals Company predecessors.

6. The document review took place in Phoenix, Arizona, and the law firm that conducted the review is based in Phoenix, Arizona.

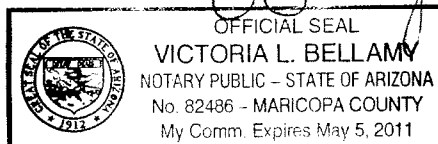
7. Insurance coverage for the Cyprus component of the document review is governed by a confidential settlement agreement (the "2007 Agreement" or "Agreement") entered into by Cyprus Amax and four primary insurers providing coverage for the historic operations of Cyprus. I have reviewed the 2007 Agreement. The existence of the 2007 Agreement is not confidential, although the Agreement generally is confidential. Consistent with the 2007 Agreement, any dispute must be adjudicated in the Superior Court of California, County of Los Angeles, and will be controlled by and interpreted according to the laws of the State of California.

8. HellerEhrman LLP, outside insurance counsel for Cyprus Amax, apprised the parties to the 2007 Agreement in advance -- pursuant to the Agreement's terms -- that Cyprus Amax intended to disclose the general nature of the Agreement and its application to the current dispute and the substance of those specific terms related to choice of forum and choice of law requirements.

9. I participated in the pre-litigation claim discussions with Continental and Century. Freeport and its subsidiaries negotiated in good faith with Continental and Century, including attending face-to-face meetings, providing requested information and allowing them to visit the site of the document review, which was ongoing at the time. I relied upon the impression they conveyed that they were evaluating the claim for purposes of engaging in a serious claims discussion. There was no prior warning that they intended to file a lawsuit and we were completely blindsided by the filing of this lawsuit.

Sworn to before me this 22nd  
day of May, 2008

Victoria L. Bellamy  
Notary Public



Gregory D. Winfree  
Gregory D. Winfree